



U.S. Department of Justice

Antitrust Division

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January 6, 2016

Honorable James Donato  
United States District Judge  
San Francisco Courthouse  
Courtroom 11, 19<sup>th</sup> Floor  
450 Golden Gate Avenue  
San Francisco, CA 94102

Re: United States v. NEC TOKIN Corp., CR-15-0426-JD

Dear Judge Donato:

Yesterday, on January 5, 2016, the United States filed a Joint Sentencing Memorandum in connection with the entry of plea and sentencing of NEC TOKIN. The United States has charged NEC TOKIN with participating in a conspiracy to fix prices and rig bids of certain electrolytic capacitors, in violation of the Sherman Act, 15 U.S.C. § 1.

The parties' plea agreement was attached to the declaration of Jacklin Chou Lem, filed in support of the Joint Sentencing Memorandum. However, the United States inadvertently excluded NEC TOKIN's board resolution from the filing. The board resolution shows that the company has agreed to enter into the plea agreement and that Fumihiro Katakura, Associate Senior Vice President of NEC TOKIN, together with NEC TOKIN's outside counsel George Nicoud of Gibson Dunn, are authorized to represent NEC TOKIN before this Court and enter a plea of guilty on behalf of the company.

A copy of NEC TOKIN's board resolution accompanies this letter. The parties will bring to the plea hearing copies of the plea agreement and board resolution, to be accepted and filed with the Court, upon the Court's acceptance of NEC TOKIN's plea.

Sincerely,

*/s/ Jacklin Chou Lem*

Jacklin Chou Lem  
Trial Attorney

臨時取締役会議事録（書面決議）  
(Extraordinary Written Board Meeting Minutes)

会社法第370条および定款第22条の規定に基づき、NECトーキン株式会社、代表取締役 小山 茂典は、取締役全員および監査役全員に対し、取締役会の決議の目的事項を提案した。

2015年8月25日までに、決議の目的事項に関し議決に加わることができる取締役全員から、書面により当該議案について同意の意思表示を受け、かつ監査役全員が異議を述べなかったため、次のとおり、取締役会の決議があったものとみなされた。

(Pursuant to Article 370 of "Companies Act" of Japan and Article 22 of "The Articles of Incorporation" of our company, Mr. Shigenori Oyama, Representative Director, NEC TOKIN Corporation, proposed to all the directors and company auditors a resolution matter. By August 25, 2015, all the directors approved the agenda in writing, and all the company auditors confirmed in writing the same without any objection. Therefore, it shall be deemed that the resolution at the Board of Directors Meeting has been duly made as follows:)

決議  
(Resolution)

取締役会は、本決議に添付されたものと実質的に同一の書式にて、米国司法省と、有罪答弁合意を締結することが、当社にとって最善の利益に適うものと決定した。

執行役員の片倉 文博、および当社社外代理人であるGibson, Dunn & Crutcher LLP のGeorge A. Nicoud IIIは、当社の名において、かつ、当社のために、本有罪答弁合意の締結、送達について、認可され、権限を付与され、かつ、指示される。

執行役員の片倉 文博は、当社社外代理人であるGibson, Dunn & Crutcher LLP のGeorge A. Nicoud IIIと共に、当社のために有罪答弁合意を締結することを含め、いかなる裁判所または政府機関の面前においても、会社を代表し、かつ、有罪答弁合意の下における当社の義務を履行するために必要になる、陳述および認可をすることについて、認可され、権限を付与され、かつ、指示される。

(The Board of Directors has determined that it is in the best interests of the Company to enter into a Plea Agreement with the United States Department of Justice in substantially the form attached to this Resolution;

Fumihiro Katakura, Associate Senior Vice President, and the Company's outside counsel George A. Nicoud III of Gibson, Dunn & Crutcher LLP, are authorized, empowered, and directed to execute and deliver such Plea Agreement in the name and on behalf of the Company;

Fumihiro Katakura, Associate Senior Vice President, together with the Company's outside counsel George A. Nicoud III of Gibson, Dunn & Crutcher LLP, are authorized, empowered, and directed to represent the Company before any court or governmental agency and to make such statements and confirmations as needed to perform the Company's obligations under the Plea Agreement,

including entering a plea of guilty on behalf of the Company.)

以 上 (Concluded)

2015年8月25日 (August 25, 2015)

NECトーキン株式会社 (NEC TOKIN Corporation)

議案の提出者 代表取締役 小山 茂典

(Proposer of the agenda: Shigenori Oyama, Representative Director)

議事録作成者 代表取締役 小山 茂典

(Director who prepared the minutes: Shigenori Oyama, Representative Director)

